

State of Vermont

Dept of Buildings & General Svcs
Office of Purchasing & Contracting
1078 US Rte 2 - Middlesex
Montpelier VT 05633-7501
USA

CONTRACT



Vendor ID 0000009031
ASAP Software Express Inc
850 Asbury Drive
Buffalo Grove IL 60089
USA

Contract ID 0000000000000000000000000034		Page 1 of 3
Contract Dates 05/15/1998 to 06/15/2009		Origin CPS
Description: CPS - SOFTWARE		Contract Maximum \$99,999,999.99.00
Buyer Name McIntyre,John	Buyer Phone	Contract Status Approved

Phone #: 847-465-3710

Line #	Item ID	Item Desc	UOM	Unit Price	Max Qty	Max Amt
1	1449	SHRINKWRAP SOFTWARE AND SOFTWARE LICENSES: REFER TO ASAP WEB SITE OR CONTACT ASAP FOR PRICING.	EA	0.01000	0.00	0.00
2		Services related to contract software purchases, including training, consultation, customization, and software maintenance.	EA	0.01000	0.00	0.00

CONTRACT TERMS AND ADDITIONAL INFORMATION

QUANTITY: THERE ARE NO SPECIFIC QUANTITIES ASSOCIATED WITH THIS CONTRACT.

SPECIAL PROVISIONS: THIS CONTRACT IS ALSO ISSUED ON BEHALF OF THE VERMONT STATE COLLEGES INC., A SEPARATE CORPORATION, HAVING UNDER ITS JURISDICTION CASTLETON STATE COLLEGE, JOHNSON STATE COLLEGE, LYNDON STATE COLLEGE AND THE VERMONT TECHNICAL COLLEGE. THIS ALSO APPLIES TO THE UNIVERSITY OF VERMONT.

POLITICAL SUBDIVISIONS: POLITICAL SUBDIVISIONS AND INDEPENDENT COLLEGES OF THE STATE MAY PARTICIPATE IN THIS CONTRACT AT THE SAME PRICES, TERMS AND CONDITIONS. ITEMS FURNISHED TO POLITICAL SUBDIVISIONS AND INDEPENDENT COLLEGES WILL BE BILLED DIRECTLY TO AND PAID FOR BY THE POLITICAL SUBDIVISIONS OR INDEPENDENT COLLEGES AND NEITHER THE STATE NOR ITS COMMISSIONER OF BUILDINGS & GENERAL SERVICES PERSONALLY OR OFFICIALLY ASSUMES ANY RESPONSIBILITY.

FAILURE: AGENCIES & DEPARTMENTS ARE REQUESTED TO ADVISE THE COMMISSIONER OF BUILDINGS & GENERAL SERVICES AT ONCE OF FAILURE ON THE PART OF THE CONTRACTOR TO FULFILL ANY OF THE TERMS OR CONDITIONS OF THIS CONTRACT.

ALL PRICING WILL BE POSTED ON THE CONTRACTOR'S PASSWORD PROTECTED VERMONT WEBSITE AT [HTTPS://E-WAY/ASAP.COM/EWAY](https://e-way/asap.com/eway). ENTER LOGIN INFORMATION WHEN SCREEN COMES UP. CONTACT JOHN MCINTYRE AT PURCHASING FOR GENERIC (BROWSE ONLY) LOGIN INFORMATION OR OPEN YOUR OWN ACCOUNT. PRICING IS ALSO AVAILABLE ON ANY PRODUCT BY CALLING ASAP.

CURRENT ACCOUNT REP IS CHRISTOPHER MOORE AT 617-365-6721 E-MAIL CMOORE@ASAP.COM; INSIDE SALES REP IS CELESTE WILLIAMS AT 800-248-2727 x 15259 E-MAIL CWILLIAMS @ASAP.COM; OUTSIDE SALES: BILL KLUTH AT 800-883-2208 (FAX: 847-465-3277) OR BKLUTH@ASAP.COM

THIS CONTRACT IS WRITTEN FOR A PERIOD OF 24 MONTHS AND MAY BE RENEWED FOR TWO ADDITIONAL 12 MONTH PERIODS. THIS CONTRACT IS WRITTEN IN ACCORDANCE WITH THE COMMONWEALTH OF MASSACHUSETTS /VERMONT/MAINE/NEW YORK/RHODE ISLAND SOFTWARE RESELLERS REQUEST FOR RESPONSE DATED 12/02/2002 AND CONTRACTOR'S REPLY DATED 01/16/2003. BOTH DOCUMENTS ARE INCORPORATED INTO THIS CONTRACT.

GENERAL SOFTWARE AND SOFTWARE LICENSES FROM ANY PUBLISHER MAY BE PURCHASED UNDER THIS CONTRACT. PRODUCTS FROM MICROSOFT, ADOBE, COREL, NOVELL, SYMANTEC, CRYSTAL DECISIONS, COMPUTER ASSOCIATES AND VERITAS WILL BE SOLD UNDER VOLUME LICENSE AGREEMENTS. SHRINKWRAP SOFTWARE WILL BE AVAILABLE FROM BORLAND, CITRIX, NETSCAPE, CHEYENNE, ARCSERVE, QUARTERDECK, ATTACHMATE, HUMMINGBIRD, MACROMEDIA, NETWORK ASSOCIATES, WINZIP, CHECK POINT, COGNOS, FILEMAKER, LEGATO, NETMANAGER, NETLQ, RATIONAL SOFTWARE, SURFCONTROL AND SYBASE AND MOST OTHER SOFTWARE PUBLISHERS.

CONTRACTOR AGREES TO PROVIDE AN INDEPENDENT AUDIT FOR THE PURPOSES OF CHECKING COMPLIANCE WITH COST PLUS PERCENTAGES. THESE AUDITS WILL BE DONE IN ACCORDANCE WITH SECTION 7.2 OF THE RFR AND CONTRACTOR'S RESPONSE.

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CONTRACT: PLEASE USE THE ASSIGNED CONTRACT NUMBER AND PURCHASE ORDER ON ALL INVOICES AND ANY CORRESPONDENCE.

ASAP WILL PROVIDE PRESALES SUPPORT IN THE BEST METHOD OF PURCHASE AND IN LOCATING SOFTWARE OPTIONS. THEY ALSO OFFER SOME POST SALES TECHNICAL SUPPORT. CONTACT THE ACCOUNT REPRESENTATIVES FOR DETAILS. NO HARDWARE ITEMS MAY BE BOUGHT OR SOLD UNDER THIS CONTRACT. USERS SHOULD REQUEST TO BE SIGNED UP FOR ASAP'S "E-WAY" WHICH PROVIDES ON LINE PRICING INFORMATION, REPORTS, ON LINE ORDERING AND ADDITIONAL SERVICES. THE ACCOUNT

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REPRESENTATIVE WILL PROVIDE THE NECESSARY FORMS ON REQUEST.						

CONTRACTOR WILL ACT AS THE STATE'S LARGE ACCOUNT RESELLER IN ADMINISTRATING ITS MICROSOFT GOVERNMENT SELECT MASTER AGREEMENT (MICROSOFT ALLOWS ONLY ONE) . CONTRACTOR MAY ALSO ADMINISTER COREL, NOVELL, COMPUTER ASSOCIATES, CRYSTAL DECISIONS, SYMANTEC, VERITAS AND ANY OTHER VOLUME LICENSE AGREEMENTS THAT MAY BE REACHED DURING THE LIFE OF THIS CONTRACT.

PRICE: PRICING IS IN ACCORDANCE WITH CONTRACTOR'S SOFTWARE RESELLER RFR COST TABLE (ATTACHMENT J) RESPONSE WHICH IS ATTACHED TO THIS CONTRACT AS AN ASSOCIATED DOCUMENT.. PRICING WILL BE A PERCENTAGE OFF CONTRACTOR'S COST WHICH WILL VARY FROM PUBLISHER TO PUBLISHER. ALL PRICING WILL BE POSTED ON THE CONTRACTOR'S PASSWORD PROTECTED VERMONT WEBSITE AT [HTTPS://E-WAY.ASAP.COM/EWAY/](https://E-WAY.ASAP.COM/EWAY/). PRICING IS ALSO AVAILABLE ON ANY PRODUCT BY CALLING ASAP.

ATTACHMENT: STANDARD STATE CONTRACT PROVISIONS DATED 06/12/96 AND PURCHASING AND CONTRACT ADMINISTRATION TERMS AND CONDITIONS DATED 04/16/02 ARE ATTACHED AND INCORPORATED AS PART OF THIS CONTRACT.

METHOD OF ORDERING: ORDERS MAY BE PLACED ON-LINE, VIA PHONE OR FAX.

CANCELLATION: THE STATE SPECIFICALLY RESERVES THE RIGHT TO CANCEL THE CONTRACT OR ANY PORTION THEREOF PROVIDING, IN THE OPINION OF ITS COMMISSIONER OF BUILDINGS AND GENERAL SERVICES, THE SERVICES OR MATERIALS SUPPLIED BY THE CONTRACTOR ARE NOT SATISFACTORY OR CONSISTENT WITH THE TERMS OF THE CONTRACT.

DELIVERY: SHIPMENTS SHALL BE SECURELY AND PROPERLY PACKED, ACCORDING TO ACCEPTED COMMERCIAL PRACTICE. DELIVERIES, WHICH DO NOT CONFORM TO THE SPECIFICATIONS OR ARE NOT IN GOOD CONDITION UPON RECEIPT, SHALL BE REPLACED PROMPTLY BY THE CONTRACTOR.

INVOICING: ALL INVOICES ARE TO BE RENDERED BY THE CONTRACTOR IN DUPLICATE ON THE VENDOR S STANDARD BILLHEAD AND FORWARDED DIRECTLY TO THE INSTITUTION OR AGENCY ORDERING MATERIALS OR SERVICES.

DEFAULT: IN CASE OF DEFAULT OF THE CONTRACTOR, THE STATE MAY PROCURE THE MATERIALS OR SUPPLIES FROM OTHER SOURCES AND HOLD THE CONTRACTOR RESPONSIBLE FOR ANY EXCESS COST OCCASIONED THEREBY, PROVIDED, THAT IF PUBLIC NECESSITY REQUIRES THE USE OF MATERIALS OR SUPPLIES NOT CONFORMING TO THE SPECIFICATIONS THEY MAY BE ACCEPTED AND PAYMENT THEREFORE SHALL BE MADE AT A PR

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04/17/2002 - CONTRACT RENEWED FOR AN ADDITIONAL YEAR

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04/01/2003: CONTRACT AMENDED. SEE CONTRACT # 34B FOR DETAILS REGARDING THE CONTRACT AS IT WAS WRITTEN BEFORE THIS AMENDMENT.

REASON FOR CHANGE #3: TO EXTEND CONTRACT FOR AN ADDITIONAL YEAR AT THE SAME DISCOUNT LEVELS, TERMS AND CONDITIONS.

*****CHANGE #4 ISSUED ON 6/20/2006 TO EXTEND TERM FOR AN ADDITIONAL YEAR. NEW EXPIRY DATE IS 6/15/2007, AT WHICH TIME NO RENEWAL OPTIONS WILL REMAIN. ALSO, LINE ITEM 2 ADDED TO INCLUDE SERVICES DIRECTLY RELATED TO CONTRACT SOFTWARE PURCHASES AS REQUESTED IN ORIGINAL COMMONWEALTH OF MASSACHUSETTS RFR #ITS01 SECTION 3.7.13 AND IN CONTRACTOR'S PROPOSAL.*****

REASON FOR CHANGE #5 - 3/30/2007- TO EXTEND CONTRACT FOR AN ADDITIONAL YEAR AT THE SAME DISCOUNT LEVELS, TERMS AND CONDITIONS UNTIL 6/15/2008.

REASON FOR CHANGE #6 - 6/09/2008- TO EXTEND CONTRACT FOR AN ADDITIONAL YEAR AT THE SAME DISCOUNT LEVELS, TERMS AND CONDITIONS UNTIL 6/15/2009.

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WE THE UNDERSIGNED PARTIES AGREE TO BE BOUND BY THIS CONTRACT

By the STATE of VERMONT

By the CONTRACTOR

Date: _____

Date: _____

Signature: _____

Signature: _____

Name: _____

Name: _____

Title: _____

Title: _____

Email: _____

Email: _____